



First Union Rail Corporation  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

June 17, 2002

RECORDATION NO. 24004 FILED

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

JUN 20 '02 2-27 PM  
SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 29, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Great Lakes Calcium Corporation  
1400 Bylsby Avenue  
Green Bay, WI 54306

A description of the railroad equipment covered by the enclosed document is four (4) 3000 cubic foot capacity covered hopper cars with car numbers NDYX 298125, 298148, 298171, and 298183.


A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Great Lakes Calcium Corporation, Lessee, covering four (4) 3000 cubic foot capacity covered hopper cars with car numbers NDYX 298125, 298148, 298171, and 298183.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Amy Carone  
Manager of Documentation

Enclosures

(GRLA001)

RECORDATION NO. 24004 FILED

JUN 20 '02

2:27 PM

ASSGN. NO.: GRLA001

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

29th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the May day of May, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Great Lakes Calcium Corporation, a Wisconsin corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of March 2, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of March 2, 2002, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dambrowski  
Name: K.A. Dambrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 29th day of May, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

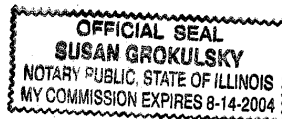
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 29th day of May, 2002.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

GREAT LAKES CALCIUM CORPORATION

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: Robert L. Paggi  
Name: Robert L. Paggi  
Title: General Mgr.

Executed on this 17<sup>th</sup> day of May, 2002.

[CORPORATE SEAL]

STATE OF Wisconsin  
COUNTY OF Brown

I, Leanne Paul, a Notary Public of the County and State aforesaid,  
certify that Robert L. Paggi personally appeared before me this day and  
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17<sup>th</sup> day of May, 2002.

Leanne Paul  
Notary Public

My Commission Expires:

5-25-02  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Four (4)

DESCRIPTION OF CARS: 3000 cubic foot capacity covered hopper cars built by Thrall in 1996 with two hoppers, three round hatches, and 286,000 GRL. Cars have 45-degree slope sheets.

CAR NUMBERS: NDYX 298125, 298148, 298171, 298183